

N00013771

Date Filed: 8/21/2023

John R. Ashcroft  
Missouri Secretary of State



State of Missouri

John R. Ashcroft, Secretary of State

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

Articles of Amendment  
for a Nonprofit Corporation  
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

1. The name of corporation is Hannibal-LaGrange University Charter #: N00013771
2. The amendment was adopted on: 8/12/2019 and changed article(s) please see below To state as follows:  
*Month/day/year*  
please see the attachment with changes made to articles 1,4,7,8,9,10 and 11  
New Name (if applicable) \_\_\_\_\_
3. If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒
4. If approval by members was required, check here and provide the following information: ☐
  - A. Number of memberships outstanding \_\_\_\_\_
  - B. Complete either C or D:
  - C. Number of votes for and against amendment(s) by class was:

| Class: | Number entitled to vote: | Number voting for: | Number voting against: |
|--------|--------------------------|--------------------|------------------------|
| _____  | _____                    | _____              | _____                  |
  - D. Number of undisputed votes cast for amendment(s) was sufficient for approval, and was:

| Class: | Number Voting undisputed: |
|--------|---------------------------|
| _____  | _____                     |
5. If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: ☐
6. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: \_\_\_\_\_  
*(Date may not be more than 90 days after the filing date in this office)*

The number of votes cast in favor of the amendments(s) by each class was sufficient for approval by that class.

In Affirmations thereof, the facts state above are true and correct.

(The undersigned understands that false statement made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Mark Anderson

MARK ANDERSON

CHAIRMAN

08/21/2023

Authorized Signature of officer or chairman of the board

Printed Name

Title

Date of Signature

*Mark H Anderson*

Name and address to return filed document:

Name: Stephanie Reece

Address: Email: stephanie.reece@hlg.edu

City, State, and Zip Code: \_\_\_\_\_

ORI-08232023-0358 State of Missouri

No of Pages 7 Pages



Articles of Amendment

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**HANNIBAL-LAGRANGE UNIVERSITY**

The undersigned corporation, Hannibal-LaGrange University, for the purposes of amending its Articles of Incorporation currently in effect, hereby executes the following Amended Articles of Incorporation which amend the provisions of the Articles of Incorporation previously in effect.

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of the corporation is “Hannibal-LaGrange University” (the “University”).

**ARTICLE II**  
**PUBLIC BENEFIT CORPORATION/NON-PROFIT STATUS**

The corporation is a public benefit corporation and is a nonprofit corporation organized and operated pursuant to Chapter 355 of the Revised Statutes of Missouri.

**ARTICLE III**  
**DURATION**

The corporation has perpetual duration.

**ARTICLE IV**  
**PURPOSES**

The purposes of the University, as a Missouri Baptist Convention (“Convention”) educational institution committed to biblical truth and academic excellence, are to glorify God by founding and maintaining a Christian liberal arts university which gladly embraces historic biblical faith, Gospel-centered Baptist traditions and the Christ-exalting heritage of the founders; to teach with excellence the liberal arts, sciences, and other fields of learning and human endeavor, as well as a biblical world view integrating Baptist views of salvation, ethics, and morality. It is the University’s intent to remain in its historic closely affiliated relationship with the Convention, which elects or appoints the University’s governing board and retains authority to approve the University’s Articles and all Article amendments.

The University affirms the Baptist Faith and Message 2000, or its current edition, as the University's Statement of Faith. All decisions regarding admission, employment, ministry operations, and all other matters shall be in accordance with Scriptures and the principles expressed in the Statement of Faith. The University employs faculty and administrators who affirm, teach, and live in a manner compatible with and not contrary to The Baptist Faith and Message 2000, the statement of faith of the Southern Baptist Convention, the Convention, and the University.

The corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time ("IRC"), and to engage in any lawful act or activity for which corporation may be organized under R.S. Mo. Chapter 355. Charitable purposes include charitable, educational, religious, literary, and scientific purposes within the meaning of Section 501(c)(3) and 509(a)(1) of the IRC, contributions for which are deductible under Section 170(c)(2) of the IRC. The charitable purposes of the University include, by way of example and not limitation, the educational purpose of instruction or training of persons for the purpose of improving or developing their Christian character and capabilities, and the establishment, maintenance and operation of a Christian university and educational institution with a regularly scheduled curriculum, a regular faculty and a regularly enrolled body of students in attendance.

The University is exempt from federal income taxes and does not carry on any activities prohibited for (a) a corporation exempt from federal income tax under section 501(c)(3) or 509(a)(1) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. The University functions as an integrated auxiliary of the Convention, the State Convention of Southern Baptist churches in Missouri, and receives financial support from the Convention, the churches, and the members of Convention-affiliated churches who also send their students and donations to the University as a sacred trust.

The University is committed to the doctrines affirmed in the Southern Baptist Convention's Baptist Faith and Message 2000, and the members of its governing body are elected by the Convention, which provides significant financial and non-remunerative support from the Convention and its affiliated churches.

The Articles and Bylaws do not require the University to follow any civil law, rule or ruling that requires any act or omission that violates Christian Scriptures or any religious belief or practice based on Scripture, compatible with the Baptist Faith & Message 2000 or that violates the rights of religious freedom and free exercise which God has granted to all persons and which the Constitution's First Amendment protects.

## **ARTICLE V** **POWERS**

Except as otherwise provided in these Articles of Incorporation, the University has the power and authority to do all things and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives enumerated in these Articles of Incorporation, necessary, or incidental to the protection and benefit of the University and, in general, either alone or in association with other associations, corporations, individuals, or other *jural* entities, to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment, or furtherance of the purposes and objectives of the University.

## **ARTICLE VI** **NON-INUREMENT**

The University is not organized or operated for profit or pecuniary gain. Notwithstanding any other provisions in these Articles of Incorporation, no part of the net earnings of the University inures to the benefit of, or is distributable to, its Trustees, officers, or other private persons, except the University is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. Notwithstanding any other provision of the Articles of Incorporation, the University does not carry on any activities which would invalidate its status as an organization exempt from federal income tax under Section 501(c)(3) of the IRC, subject to its fundamental rights of freedom of religion and the free exercise thereof.

## **ARTICLE VII** **MEMBERSHIP**

The University has one member as that term is defined in §355.066(21) and (22), R.S. Mo. The Member of the University is The Missouri Baptist Convention, a Missouri Chapter 352 non-profit corporation. The Convention has, in its sole and absolute discretion, the following rights:

1. The sole and exclusive right to elect and remove Trustees of the University or any subsidiary;
2. The right to recommend to the University's Trustees and the right to approve or reject, in writing, any amendment by the University's Trustees of the University's Articles and/or Bylaws;
3. The right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the assets of the University or any subsidiary;

4. The right to approve or reject the creation, amendment, or dissolution of any subsidiary of University;
5. The right to have notice of all meetings of the Board of the University or any subsidiary, to be sent to the Convention's Executive Director;
6. The right to have the Convention's President serve as a non-voting *ex officio* Trustee of the University's Board;
7. The right to have the Convention's Executive Director to serve as a non-voting *ex officio* Trustee of the University's Board and as a non-voting *ex officio* member of any search committee for University's President;
8. The right to have the Convention's President or his designated representative to attend meetings of the Board; and
9. The right to approve or reject any material change by the University in the ministry purposes of University or any subsidiary.

The University's trustees must honor their fiduciary duties to the University, while honoring their duties to the Convention as the corporate member in perpetuity.

The Convention has designated the University as an entity of the Convention, with all the rights and duties of an entity as are set forth in the Convention's governing documents, and University is subject to the Convention and its governing documents, as they may be amended from time to time, as fully as if the Board had approved and signed the governing documents.

The Trustees do not have the right or authority to expel, suspend or remove the Member or to admit any additional member without the prior written consent of the Member. No Bylaw or other action of the University alters, restricts, diminishes, or limits the rights to elect, remove, and replace any or all Trustees of the University and to approve any amendment to the Articles of Incorporation originating from the University. The Convention has legal standing to protect and enforce its membership rights, including the right to approve amendments to Articles and bylaws, pursuant to R.S. Mo §355.606, and any action to enforce Convention's rights does not implicate R.S. Mo §355.141 regarding challenges to the University's power to act.

## **ARTICLE VIII**

### **BOARD**

The business and affairs of the University are managed by, and all corporate powers of the University shall be exercised by or under the authority of its Board of Trustees ("Board"). The number of Trustees serving on the Board shall be set forth in its Bylaws, as amended from time to time. All Trustees, including those elected to fill vacancies, are elected or appointed by the Member in accordance with the Member's Constitution and internal adopted policies and procedures, as may be amended or changed from time to time. The University has the right to recommend or submit

prospective board members to the Member for good faith and due process consideration by Member in its sole discretion. The Board has the right to appeal to the Member to remove a board member who is not acting in good faith, failing to fulfill their board responsibilities, violating Biblical standards of conduct for a leader, and/or not serving in the best interests of the University. The University has no legal right to challenge, compel, or prevent the nomination, election, or appointment of any person as Trustee on any basis. Each Trustee serves a term of five (5) years. Trustees' terms are staggered so that, to the extent reasonably possible, an equal number of terms expire each year. No person serving as a Trustee is eligible for re-election or re-appointment to the Board after serving two (2) consecutive complete terms, but is eligible for re-election or re-appointment after such person has been off the Board for one year. The Board retains sole authority for generating any changes to the Articles and Bylaws, subject to the Convention's right to request and recommend, and the University must garner written approval from the Messengers at the annual Convention meeting before implementing said changes and recording amended articles with the Secretary of the State of Missouri. The Board retains sole right of the decision of dissolution subject to approval by the Member.

#### **ARTICLE IX**

#### **REGISTERED OFFICE AND PRINCIPAL OFFICE**

The principal place of business, registered office, and registered agent is Raymond Carty, 2800 Palmyra Road, Hannibal, Missouri 63401-1940, which name may be changed from time to time by the Board, after first giving notice to the Convention's Executive Director.

#### **ARTICLE X**

#### **DISSOLUTION**

If the Board makes the decision in favor of dissolution, then that dissolution decision must be forwarded to the Member for final written approval or rejection. Upon dissolution of the University, after paying and making provision for the payment of all liabilities of the University, the Board and the Member will seek to agree upon the disposition of all the University's assets to such organization(s) organized and operated exclusively for charitable or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. In the event the Board and Member do not agree, then the Member in its annual meeting shall determine the disposition, so long as they are disposed to such organization(s) organized and operated exclusively for charitable and religious purposes as at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.



**ARTICLE XI**  
**AMENDMENTS**

The Articles of Incorporation may only be amended, revised, restated or repealed, in whole or in part, in accordance with the following procedure: (i) two-thirds (2/3) of the Trustees present and voting at a duly called meeting must approve a proposed amendment; (ii) such proposed amendment is then presented to the Convention's Executive Board for review and recommendation to the Convention, (iii) such proposed amendment is then presented to the Messengers at the Convention's annual meeting for its written approval for adoption. Convention may condition its approval on any basis or condition or it may refuse to approve any proposed amendment, and (iv) if approved, the University, after receipt of the Convention's approval in writing and satisfaction or compliance with any approval condition precedent, may record the amended articles with the Missouri Secretary of State, with notice to the Member.

# STATE OF MISSOURI



**John R. Ashcroft**  
**Secretary of State**

## CERTIFICATE OF AMENDMENT

WHEREAS,

*Hannibal-LaGrange University*  
*N00013771*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 21st day of August, 2023.

  
Secretary of State

